

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

<p><b>In re</b></p> <p><b>W. R. GRACE &amp; CO., et al.,</b></p> <p style="text-align: center;"><b>Debtors.</b></p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p><b>CIVIL ACTION NO. 11-199 (Lead Case)</b></p> <p><b>CIVIL ACTION NO. 11-200</b></p> <p><b>CIVIL ACTION NO. 11-201</b></p> <p><b>CIVIL ACTION NO. 11 -202</b></p> <p><b>CIVIL ACTION NO. 11-203</b></p> <p><b>CIVIL ACTION NO. 11-207</b></p> <p><b>CIVIL ACTION NO. 11-208</b></p> <p><b>CIVIL ACTION NO. 09-644</b></p> <p><b>CIVIL ACTION NO. 09-807</b></p> <p style="text-align: right;"><i>Procedurally Consolidated</i></p>
---	--	---

**NOTICE OF APPEAL**

Claimants injured by exposure to asbestos from the Debtors' operations in Lincoln County, Montana (the "Libby Claimants"),<sup>1</sup> hereby appeal to the United States Court of Appeal for the Third Circuit from the following memorandum opinion and final order of the United States District Court for the District of Delaware dated and entered in the above-captioned cases on June 11, 2012:

<u>Docket Number</u>	<u>Title</u>
217	Amended Memorandum Opinion
218	Order

The names of all parties to the Order appealed from and the names, addresses, and telephone numbers of their respective attorneys are as follows:

---

<sup>1</sup> As identified in the Amended and Restated Verified Statement of Murtha Cullina LLP and Landis Rath & Cobb LLP Pursuant to Fed. R. Bankr. P. 2019 [Docket No. 28942], as it may be amended and restated from time to time.

**Appellant**

1. Libby Claimants

LANDIS RATH & COBB LLP  
Adam G. Landis (DE No. 3407)  
Kerri King Mumford (DE No. 4186)  
919 Market Street, Suite 1800  
P.O. Box 2087  
Wilmington, DE 19801  
Tel.: (302) 467-4400

MURTHA CULLINA LLP  
Daniel C. Cohn  
Ryan M. MacDonald  
99 High Street, 20<sup>th</sup> Floor  
Boston, MA 02110  
Tel.: (617) 457-4000  
Fax: (617) 482-3868

**Appellees**

2. W.R. Grace & Co, et al., Debtors and Debtors-In-Possession

KIRKLAND & ELLIS LLP  
John Donley  
Adam Paul  
300 North LaSalle  
Chicago, IL 60654  
Tel.: (312) 862-2000  
Fax: (312) 862-2200

ROGER J. HIGGINS, P.C.  
Roger J. Higgins  
111 East Wacker Drive, Suite 2800  
Chicago, IL 60601-4277  
Tel: (312) 836-4022  
Fax: (312) 577-0737

PACHULSKI STANG ZIEHL & JONES LLP  
Laura Davis Jones  
Kathleen P. Makowski  
James E. O'Neill  
Timothy P. Cairns  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705  
(Courier 19801)  
Tel.: (302) 652-4100  
Fax: (302) 652-4400

3. David T. Austern, Asbestos PI Future Claimants' Representative

PHILLIPS, GOLDMAN & SPENCE, P.A.  
John C. Phillips, Jr.  
1200 North Broom Street  
Wilmington, DE 19806  
Tel.: (302) 655-4200  
Fax: (302) 655-4210

ORRICK, HERRINGTON &  
SUTCLIFFE LLP  
Roger Frankel  
Richard H. Wyron  
Debra L. Felder  
1152 15<sup>th</sup> Street, N.W.  
Washington, DC 20005-1706  
Tel.: (202) 339-8400  
Fax: (202) 339-8500

4. Official Committee of Asbestos Personal Injury Claimants

CAMPBELL & LEVINE, LLC  
Marla Eskin  
Mark T. Hurford  
800 N. King Street, Suite 300  
Wilmington, DE 19801  
Tel.: (302) 426-1900  
Fax: (302) 426-9947

CAPLIN & DRYSDALE, CHARTERED  
Elihu Inselbuch  
375 Park Avenue, 35<sup>th</sup> Floor  
New York, NY 10152-3500  
Tel.: (212) 319-7125  
Fax: (212) 644-6755

CAPLIN & DRYSALE, CHARTERED  
Peter Van N. Lockwood  
Nathan D. Finch  
Jeffrey A. Liesemer  
Kevin Maclay  
One Thomas Circle, N.W.  
Washington, DC 20005  
Tel.: (202) 862-5000  
Fax: (202) 429-3301

5. Official Committee of Equity Security Holders

SAUL EWING LLP  
Teresa K.D. Currier  
222 Delaware Avenue, Suite 1200  
P.O. Box 1266  
Wilmington, DE 19899  
Tel: (302) 421-6800  
Fax: (302) 421-6813

KRAMER LEVIN NAFTALIS &  
FRANKEL LLP  
Philip Bentley  
David E. Blabey, Jr.  
1177 Avenue of the Americas  
New York, NY 10036  
Tel: (212) 715-9100  
Fax: (212) 715-8000

6. Official Committee of Asbestos Property Damage Claimants

FERRY, JOSEPH & PEARCE, P.A.  
Michael B. Joseph  
Theodore J. Tacconelli  
Lisa L. Coggins  
824 Market Street, Suite 1000  
PO Box 351  
Wilmington, DE 19899  
Tel: (302) 575-1555

BILZIN SUMBERG BAENA PRICE &  
AXELROD LLP  
Scott L. Baena  
Jay M. Sakalo  
1450 Brickell Avenue, Suite 2300  
Miami, FL 33131  
Tel: (305) 374-7580

7. Official Committee of Unsecured Creditors

STROOCK & STROOK & LAVAN LLP  
Lewis Kruger  
Kenneth Pasquale  
180 Maiden Lane  
New York, NY 10038-4982  
Tel.: (212) 806-5400  
Fax: (212) 806-6006

DUANE MORRIS LLP  
Michael R. Lastowski  
Richard W. Riley  
1100 North Market Street, Suite 1200  
Wilmington, DE 19801-1246  
Tel.: (302) 657-4942  
Fax: (302) 657-4901

DUANE MORRIS LLP  
William S. Katchen  
744 Broad Street, Suite 1200  
Newark, NJ 07102-3889  
Tel.: (973) 424-2000  
Fax: (973) 424-2001

8. United States Trustee

OFFICE OF THE UNITED STATES  
TRUSTEE  
David Klauder  
844 King Street, Suite 2207  
Lockbox #35  
Wilmington, DE 19801  
Tel.: (302) 573-6491  
Fax: (302) 573-6497

9. Post-Petition DIP Lenders

BAYARD, P.A.  
Neil Glassman  
222 Delaware Avenue, Suite 900  
P.O. Box 25130  
Wilmington, DE 19899  
Tel.: (302) 429-4224

LATHAM & WATKINS LLP  
J. Douglas Bacon  
233 South Wacker Drive, Suite 5800  
Chicago, IL 60606  
Tel: (312) 876-7638

10. Garlock Sealing Technologies LLC

MORRIS JAMES LLP  
Brett D. Fallon  
500 Delaware Avenue, Suite 1500  
P.O. Box 2306  
Wilmington, DE 19899-2306  
Tel.: (302) 888-6888  
Fax: (302) 571-1750

ROBINSON, BRADSHAW & HINSON  
Garland Cassada  
Richard C. Worf  
101 North Tryon Street, Suite 1900  
Charlotte, NC 28246  
Tel: (704) 377-8135

11. Her Majesty the Queen in Right of Canada; State of Montana

WOMBLE CARLYLE SANDRIDGE RICE	Jacqueline Dais-Visca
Francis A. Monaco, Jr.	Senior Counsel Business Law Section
Kevin J. Mangan	Ontario Regional Office
Matthew Paul Ward	Suite 3400, Box 34, The Exchange Tower
222 Delaware Avenue, Suite 1501	130 King Street West
Wilmington, DE 19801	Toronto, Ontario M5X 1K6
Tel.: (302) 252-4338	
Fax: (302) 302-661-7711	

12. Property Damage Future Claims' Representative

SEITZ, VAN OGTROP & GREEN, P.A.	LAW OFFICE OF ALAN B. RICH
R. Karl Hill	Alan B. Rich
222 Delaware Avenue, Suite 1500	102 Elm Street, Suite 4244
PO Box 68	Dallas, TX 75270
Wilmington, DE 19899	Tel: (214) 744-5100
Tel: (302) 888-0600	

13. The Bank Lender Group

LANDIS RATH & COBB LLP	PAUL, WEISS, RIFKIND, WHARTON &
Richard Cobb	GARRISON LLP
James S. Green	Stephen J. Shimshak
919 Market Street, Suite 1800	Andrew N. Rosenberg
PO Box 2087	Margaret A. Phillips
Wilmington, DE 19899	1285 Avenue of the Americas
Tel: (302) 467-4400	New York, NY 10019-6064
	Tel: (212) 373-3000

14. AXA Belgium as Successor to Royale Belge SA

REILLY JANICZEK & MCDEVITT PC	MENDES & MOUNT LLP
R. Stokes Nolte	Eileen T. McCabe
1013 Centre Road, Suite 210	750 Seventh Avenue
Wilmington, DE 19805	New York, NY 10019
Tel.: (302) 777-1700	Tel: (212) 261-8254
TUCKER ARENSBERG P.C.	
Michael A. Shiner	
1500 One PPG Place	
Pittsburgh, PA 15222-5401	
Tel: (412) 594-5586	

15. Fireman's Fund Insurance Company

STEVENS & LEE P.C.  
John D. Demmy  
1105 North Market Street, 7th Floor  
Wilmington, DE 19801  
Tel.: (302) 654-5180

STEVENS & LEE P.C.  
Leonard P. Goldberger  
Marnie E. Simon  
1818 Market Street, 29<sup>th</sup> Floor  
Philadelphia, PA 19103-1702  
Tel: (215) 751-2864/2885

CROWELL & MORING LLP  
Mark D. Plevin  
Leslie A. Davis  
Tracie H. Yoon  
1001 Pennsylvania Avenue NW  
Washington, DC 20004  
Tel: (202) 624-2500

16. Continental Casualty Company; Continental Insurance Company

FORD MARRIN ESPOSITO WITMEYER  
& GLESER, LLP  
Elizabeth DeCristofaro  
Wall Street Plaza, 23<sup>rd</sup> Floor  
New York, NY 1005-1875  
Tel: (212) 269-4900

ROSENTHAL, MONHAIT & GODDESS,  
P.A.  
Edward B. Rosenthal  
Mellon Bank Center, Suite 1404  
P.O. Box 1070  
919 Market Street  
Wilmington, DE 19899-1070  
Tel.: (302) 656-4433

WILDMAN, HARROLD, ALLEN &  
DIXON LLP  
Jonathan W. Young  
Jeff Chang  
225 West Wacker Drive  
Chicago, IL 60606-1229  
Tel: (312) 201-2662

GOODWIN PROCTOR LLP  
Daniel M. Glosband  
Brian H. Mukherjee  
Exchange Place  
53 State Street  
Boston, MA 02109  
Tel: (617) 570-1000

GOODWIN PROCTOR  
Michael S. Giannotto  
Frederick C. Schafrick  
901 New York Avenue NW  
Washington, DC 20001  
Tel: (202) 346-4000

17. Hartford Accident and Indemnity Company; First State Insurance Company; Twin City Fire Insurance Company

KLEHR, HARRISON, HARVEY,  
BRANZBURG & ELLERS  
Michael William Yurkewicz  
919 Market Street, Suite 1000  
Wilmington, DE 19801  
Tel.: (302) 426-1189

HOGAN & HARTSON LLP  
William J. Bowman  
James P. Ruggeri  
Edward B. Parks, II  
555 Thirteenth Street NW  
Washington, DC 20004  
Tel: (202) 637-5600

WILMER HALE LLP  
Craig Goldblatt  
Nancy L. Manzer  
1875 Pennsylvania Avenue NW  
Washington, DC 20006  
Tel: (202) 663-6000

18. TIG Insurance Company; United States Fire Insurance Company

BIFFERATO GENTILOTTI LLC  
Garvan F. McDaniel  
100 Biddle Avenue, Suite 100  
Springside Plaza  
Newark, DE 19702  
Tel.: (302) 429-1900

STEPTOE & JOHNSON LLP  
George R. Calhoun, V  
1330 Connecticut Avenue NW  
Washington, DC 20036  
Tel: (202) 261-0610

19. Government Employees Insurance Company; Republic Insurance Company *also known as* Star Indemnity & Liability Company; One Beacon America Insurance Company; Seaton Insurance Company

DRINKER BIDDLE & REATH LLP  
Warren Thomas Pratt  
David P. Primack  
1100 North Market Street, Suite 1000  
Wilmington, DE 19801-1254  
Tel.: (302) 467-4200

DRINKER BIDDLE & REATH LLP  
Michael F. Brown  
Jeffrey M. Boerger  
One Logan Square, Suite 2000  
18<sup>th</sup> & Cherry Streets  
Philadelphia, PA 19103-6996  
Tel: (215) 988-2700

20. Maryland Casualty Company; Zurich Insurance Company; Zurich International (Bermuda) Ltd.

CONNOLLY, BOVE, LODGE & HUTZ  
Jeffrey C. Wisler  
Marc J. Phillips  
Kelly M. Conlan  
The Nemours Building  
1007 North Orange Street  
P.O. Box 2207  
Wilmington, DE 19899  
Tel.: (302) 888-6258  
Fax: (302) 658-0380

ECKERT SEAMANS CHERIN &  
MELLOTT LLC  
Edward J. Longosz, II  
1717 Pennsylvania Avenue NW  
Suite 1200  
Washington, DC 20006  
Tel: (202) 659-6600

WILEY REIN LLP  
Richard A. Ifft  
Karalee C. Morell  
1776 K Street NW  
Washington, DC 20006  
Tel: (202) 719-7170

21. National Union Fire Insurance Company of Pittsburgh, PA

ASHBY & GEDDES  
Ricardo Palacio  
500 Delaware Avenue, 8th Floor  
P.O. Box 1150  
Wilmington, DE 19899  
Tel.: (302) 654-1888

ZEICHNER ELLMAN & KRAUSE LLP  
Michael S. Davis  
575 Lexington Avenue  
New York, NY 10022  
Tel: (212) 233-0400

22. Travelers Casualty and Surety Company

MORRIS, NICHOLS, ARSHT &  
TUNNELL  
Robert J. Dehney  
Ann C. Cordo  
1201 North Market Street  
P.O. Box 1347  
Wilmington, DE 19899  
Tel.: (302) 658-9200

SIMPSON THACHER & BARTLETT LLP  
Mary Beth Forshaw  
Katharine A. McLendon  
Elisa Alcabes  
425 Lexington Avenue  
New York, NY 10017-3954  
Tel: (212) 455-2000



23. Morgan Stanley Senior Funding, Inc.

**DLA PIPER LLP**  
**Stuart M. Brown**  
**Robert Craig Martin**  
**919 N. Market Street, Suite 1500**  
**Wilmington, DE 19801**  
**Tel.: (302) 468-5640**  
**Fax: (302) 778-7913**

**KATTEN MUCHIN ROSENMAN LLP**  
**Jeff J. Friedman**  
**Noah Heller**  
**Merritt A. Pardini**  
**575 Madison Avenue**  
**New York, NY 10022**  
**Tel: (212) 940-8800**

24. Anderson Memorial Hospital, City of Vancouver; School District 68 Nanaimo-Ladysmith

**LOIZIDES & ASSOCIATES**  
Christopher D. Loizides  
Legal Arts Building  
1225 King Street, Suite 800  
Wilmington, DE 19801  
Tel.: (302) 654-0248

**SPEIGHTS & RUNYAN**  
Daniel A. Speights  
C. Alan Runyan  
200 Jackson Avenue, East  
PO Box 685  
Hampton, SC 29924  
Tel: (803) 943-4444

**KOZYAK TROPIN &  
THROCKMORTON, P.A.**  
John W. Kozyak  
David L. Rosendorf  
2525 Ponce de Leon, 9<sup>th</sup> Floor  
Coral Gables, FL 33134  
Tel: (305) 372-1800

25. BNSF Railway Company; Longacre Master Fund Ltd.; Longacre Capital Partners (QP) LP

PEPPER HAMILTON LLP  
David M. Fournier  
James C. Carignan  
Hercules Plaza, Suite 5100  
1313 Market Street,  
P.O. Box 1709  
Wilmington, DE 19899-1709  
Tel.: (302) 777-6530  
Fax: (302) 421-8390

**PEPPER HAMILTON LLP**  
Edward C. Toole, Jr.  
Linda J. Casey  
Hercules Plaza, Suite 5100  
3000 Two Logan Square  
18<sup>th</sup> & Arch Streets  
Philadelphia, PA 19103  
Tel.: (215) 981-4000  
Fax: (215) 981-4750

26. Aaron C. Edwards; James T. Beam; Edward E. Storey; John M. Thomas; Sheila Martin

SMITH, KATZENSTEIN, & JENKINS LLP  
Kathleen M. Miller  
The Corporate Plaza  
800 Delaware Avenue  
P.O. Box 410  
Wilmington, DE 19899  
Tel.: (302) 652-8400

STUTZMAN, BROMBERG, ESSERMAN  
& PLIFKA, P.C.  
Sander L. Esserman  
David J. Parsons  
2323 Bryan Street, Suite 2200  
Tel: (214) 969-4900

27. Kaneb Pipe Line Operating Partnership, LP; Support Terminal Services Inc.

SMITH, KATZENSTEIN, & JENKINS LLP  
Kathleen M. Miller  
The Corporate Plaza  
800 Delaware Avenue  
P.O. Box 410  
Wilmington, DE 19899  
Tel.: (302) 652-8400

FULBRIGHT & JAWORSKI LLP  
Steve A. Peirce  
300 Convent Street, Suite 2200  
San Antonio, TX 78205-3792  
Tel: (210) 224-5575

FULBRIGHT & JAWORSKI LLP  
Toby L. Gerber  
2200 Ross Avenue, Suite 2800  
Dallas, TX 75201  
Tel: (214) 855-8000

28. Federal Insurance Company

COZEN O'CONNOR  
Barry M. Klayman  
1201 North Market Street, Suite 1400  
Wilmington, DE 19801  
Tel.: (302) 295-2035


COZEN O'CONNOR  
William P. Shelley  
Jacob C. Cohn  
Ilan Rosenberg  
1900 Market Street  
Philadelphia, PA 19103  
Tel: (215) 665-2000

29. State of Montana.

WOMBLE CARLYLE SANDRIDGE RICE  
Francis A. Monaco, Jr.  
Kevin J. Mangan  
Matthew P. Ward  
222 Delaware Avenue, Suite 1501  
Wilmington, DE 19801  
Tel.: (302) 252-4340

Dated: July 11, 2012  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**

  
Adam G. Landis (DE No. 3407)  
Kerri K. Mumford (DE No. 4186)  
919 Market Street, Suite 1800  
P.O. Box 2087  
Wilmington, DE 19801  
Telephone: (302) 467-4400  
Facsimile: (302) 467-4450  
Email: landis@lrclaw.com  
mumford@lrclaw.com

-and-

Daniel C. Cohn  
Ryan M. MacDonald  
**MURTHA CULLINA, LLP**  
99 High Street, 20<sup>th</sup> Floor  
Boston, MA 02110  
Telephone: (617) 457-4000  
Facsimile: (617) 482-3868

*Counsel to Libby Claimants*